

By-Laws of QUINOBEQUIN QUILTERS, INC.

I. Membership

- A. The membership shall be open to anyone who has an interest in quilts or quilting.
- B. All members shall have voting power. Each member shall be entitled to one (1) vote on all motions submitted to a vote of the membership.
- C. Members may submit proxy ballots to the secretary on or before the day of a vote involving an amendment to the Constitution or Bylaws.

II. Membership Meetings

- A. **Regular Membership Meetings** shall be held monthly, usually on the third Tuesday of the month, September through May.
- B. The **Annual Meeting** of the membership shall be held on the third Tuesday of May. The purpose of this meeting is to present the summary annual reports submitted by the members of the Board of Directors, accept a budget for the next fiscal year, and to elect a new slate of officers.
- C. The **date and time of meetings** may be changed by vote of the Board of Directors. All members shall be notified of such at least one week prior to said meeting by newsletter, e-mail, or telephone.
- D. **Special membership meetings** may be called by the Board of Directors or by petition of 10 members.
- E. The meetings shall be governed by **Robert's Rules of Order.**
- F. A **quorum** must be established before any vote of the membership may be taken. A quorum consists of 35% of the current membership.
- G. All **motions** put before the membership, with the exception of the dissolution of the guild, will require a simple majority to pass. All voting, with the exception of amendments to the Constitution and Bylaws, will be made by show of hands unless a motion is made and passed to take the vote by ballot.

III. Governance

- A. Quinobequin Quilters, Inc. shall be governed by an **Executive Committee**, consisting of the President, two Vice Presidents (who are also the Program Directors), the Treasurer, and the Secretary; and a **Board of Directors** consisting of the **Executive Committee** and the Committee Chairpersons.
- B. The Committees shall consist of, but not be limited to, the following:
1. Block of the Month
 2. Challenge Quilt
 3. Comfort Quilts
 4. Historian
 5. Hospitality
 6. Library
 7. Membership
 8. New England Quilt Museum Auxiliary Representative
 9. Newsletter
 10. Nominating
 11. Publicity
 12. Quilt Show
- C. The Board of Directors shall meet at least (3) three times per year.
- D. No Officers or Board members of Quinobequin Quilters, Inc. shall receive remuneration for serving on said Boards, as complies with Section 501(c)(3) of the Internal Revenue Code.
- E. Any motion brought before the Board of Directors shall require approval by a simple majority of the Board of Directors.
- F. The Board of Directors may create or eliminate any of the Committees.
- G. The Committee Chairpersons are elected by the membership. They will report on the activities of their Committees to the Executive Committee. Committee Chairpersons are not required to attend the Board of Directors meetings.
- H. A vacancy on the Executive Committee shall be filled by vote of the remaining members of the Board of Directors, for the remainder of the term, with the approval of the membership. The Board of Directors may fill any vacant Committee Chair by appointment.

IV. Elections

- A. The Nominating Committee shall be composed of two (2) or more persons appointed by the current Board of Directors at the February meeting. It is the responsibility of the Nominating Committee to present a slate of candidates for all elected positions. Nominations may also be accepted from the floor. The President may not serve on the Nominating Committee.
- B. Beginning in February the Nominating Committee shall solicit all members for interest in fulfilling elected or appointed positions. A proposed slate of officers shall be presented to the Board of Directors and membership in April.
- C. The Nominating Committee shall present a slate for election at the Annual Meeting in May. If only one name is proposed for each office, the Secretary may cast one vote for the slate. If there is more than one candidate for a position, the vote will be by ballot. The candidate receiving the majority of the votes will fill the position.
- D. New Board of Directors Officers shall be elected at the Annual Meeting and assume their new responsibilities at the Board of Directors transition meeting held in June.
- E. All elected positions are for a term of one year *except* for those listed below which are two-year positions elected in...

Even Years

President
one Vice President/
Program Director
Secretary
Show Chair
Show Co-Chair
Publicity

Odd Years

Hospitality
one Vice President/
Program Director
Membership
Newsletter
Treasurer

- F. The positions of Vice President/Program Director are two-year positions held by two individuals. One new Vice President/Program Director will be elected each year. The individual who begins her second year as Program Vice President becomes the new lead Program director.

V. Officers

- A. The President presides over all board and membership meetings, serves as a member *ex-officio* of all committees, except the Nominating Committee, and performs other duties pertaining to the office.
- B. The Lead Vice-President/Program Director shall plan and implement the program portion of each membership meeting during the current fiscal year. The second Vice-President/Program Director shall plan the programs for the coming fiscal year, and assist the Lead VP/PD with the current year's programs. The Lead Vice-President/Program Director shall perform the duties of the President in her absence.
- C. The Treasurer shall have custody of the Guild's funds, keep accurate records of its financial transactions, and provide financial statements regularly at board and membership meetings. The Treasurer will prepare a summary report and a proposed budget for the coming fiscal year with the President, which will be presented at the Guild's Annual Meeting.
- D. The Secretary shall record the minutes of the board meetings, and keep them available in a notebook for any member(s) who ask to see them. The Secretary will compile the summary reports submitted by members of the Board of Directors into the guild's Annual Report and distribute it at the Annual Meeting.

VI. Dues

- A. The fiscal year is July 1 to June 30.
- B. The amount of the annual dues shall be proposed by the Board of Directors and set by vote of the membership.
- C. Dues are payable by the October meeting.
- D. Dues for members who join after February 1 will be pro-rated.

VII. Dissolution of Guild

- A. Upon dissolution of Quinobequin Quilters, Inc., the Board shall dispose of all assets of Quinobequin Quilters, Inc. in such manner, or to such organizations operated exclusively for charitable or educational purposes as shall qualify at the time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.